



## **Item 8: Review of Bylaws Amendment Process**

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Vice President, General Counsel and Corporate Secretary

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Assistant General Counsel and Assistant Corporate Secretary

Urgent Human Resources and Governance  
Committee Meeting

ERCOT Public

June 7, 2021

## Bylaws Overview

- Current version of [ERCOT Bylaws](#)
  - Approved by Order of the Public Utility of Commission of Texas in Docket No. 50918
  - Effective July 31, 2020
  - Publicly posted on the [Governance Page](#) on ERCOT.com
- Bylaws are expected to require future amendment due to bills passed at 87<sup>th</sup> Regular Legislative Session
- Bylaws Section 14.2 (Legal Construction) contains a blue-line/blue-pencil provision to conform the Bylaws provisions automatically to avoid any conflicts with existing law

# Process to Amend Bylaws

Bylaws Amendment Process Steps	Approving/Acting Entity	Authority
<b>Stakeholder feedback and endorsement</b>	Technical Advisory Committee	None. Preference to obtain stakeholder endorsement in advance of Board vote.
<b>Recommendation of proposed Bylaws amendment to the Board of Directors by Human Resources and Governance (HR&amp;G) Committee</b>	HR&G Committee of ERCOT Board	Board delegated duty to review proposed modifications to the Bylaws to HR&G Committee. Board approval for modifications is required. See Duties and Responsibilities 2.b(1) of HR&G Committee Charter.
<b>Board of Directors (Board) approval of proposed Bylaws amendment, subject to approval by Corporate Members and the Public Utility Commission of Texas (PUCT)</b>	ERCOT Board	Bylaws § 13.1.
<b>Board calls Special Meeting of Corporate Members (if amendment cannot wait until Annual Membership Meeting)</b>	ERCOT Board	Bylaws §§ 3.7(b) and (g), and 13.1.
<b>Special (or Annual) Meeting of Corporate Members for Membership approval of proposed Bylaws amendment, subject to PUCT approval</b>	ERCOT Corporate Members	Bylaws § 3.7(b)-(g). Note at least three weeks' prior notice to Members is required.
<b>Filing of proposed Bylaws amendment by ERCOT in a contested docket with the PUCT for approval</b>	PUCT	Public Utility Regulatory Act § 39.151(g), and PUCT Substantive Rule § 25.362(c)(5).
<b>Bylaws amendment effective upon PUCT approval by order</b>		



## Example of Routine Bylaws Amendment Process – PUCT Docket No. 48677 – Sought Consecutive Member and PUCT Approvals for Multiple Amendments



## Example of Expedited Bylaws Amendment Process – PUCT Docket No. 50918 – Sought Concurrent PUCT and Member Approvals for One Amendment

